

MEMORANDUM OF FIRST EQUIPMENT TRUST AGREEMENT SUPPLEMENT dated as of September 29, 1994, by FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust, a Utah trust, and FIRST SECURITY BANK OF IDAHO, NATIONAL ASSOCIATION, a national banking association.

The undersigned have entered into that certain Equipment Trust Agreement (No. 42-B), dated as of September 8, 1994, covering the railroad equipment listed in Schedule A thereto, pursuant to which equipment trust certificates having a final maturity of July 1, 2004 and July 1, 2012, are being issued on the terms and conditions set forth in said Equipment Trust Agreement.

A memorandum of said Equipment Trust Agreement has been recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code, and assigned recordation number 18972-B.

The undersigned have entered into that certain First Equipment Trust Agreement Supplement (No. 42-B), dated as of September 29, 1994, including in the said Equipment Trust Agreement the railroad equipment listed in Schedule A thereto and hereto, and wish to show for the public record the security interest of First Security Bank of Idaho, National Association, security trustee thereunder, in and to said equipment, the bills of sale and manufacturers' warranties in respect thereof, all improvements and additions now or hereafter made or affixed thereto (to the extent of the interest of First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust therein), and all cash and noncash proceeds therefrom (but excluding rents due or to become due under the Lease of Railroad Equipment dated as of September 8, 1994, as supplemented, between TTX Company and First Security Bank of Utah, National Association, not in its individual capacity but solely as trustee for TTX Lease 42-B Trust in respect of such equipment).

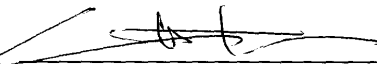
RECORDATION NO. 18972-E  
FILED 1426

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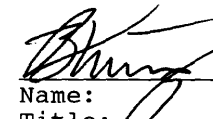
INTERSTATE COMMERCE COMMISSION

IN WITNESS WHEREOF, the parties hereto have each caused this supplement to be duly executed by their respective officers or representatives thereunto duly authorized:

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION, not in its  
individual capacity but solely as  
trustee for TTX Lease 42-B Trust

By:   
Name: **C. Scott Nielsen**  
Title: **Asst. Vice President**

FIRST SECURITY BANK OF IDAHO,  
NATIONAL ASSOCIATION

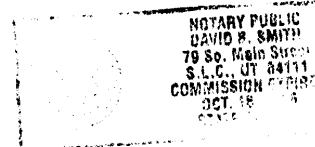
By:   
Name: **Brett R. King**  
Title: **Trust Officer**

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this 24<sup>th</sup> day of September, 1994, before me personally appeared C. Scott Nielsen, to me personally known, who, by me being duly sworn, says that he is a Asst. Vice President of First Security Bank of Utah, National Association, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

David B. Smith  
Notary Public

My commission expires

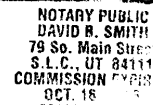


STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this 24<sup>th</sup> day of September, 1994, before me personally appeared Brett R. King, to me personally known, who, by me being duly sworn, says that he is a TRUST OFFICER of First Security Bank of Idaho, National Association, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

David B. Smith  
Notary Public

My commission expires



TL42  
08/16/94

KEYCORP LEASING

SCHEDULE A  
TTX COMPANY  
LEASE NO. 42B  
DATED AS OF SEPTEMBER 8, 1994  
CLOSING #2, ON SEPTEMBER 29, 1994

BUILDER/ CAR TYPE	QUANTITY		DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS CAR NUMBERS		
GUNDERSON, INC.				
THREE-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	2	6 427258-427259.	JUNE, '94	T-3A93-F
TRINITY INDUSTRIES, INC.				
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	21	105 553891-553911.	APR-JULY, '94	T-3A93-P
THRALL CAR MANUFACTURING COMPANY				
FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	2	10 720216-720217.	JUNE-JULY, '94	T-3093-T
TOTAL	25	121		